

FIFTH ADDENDUM OF LEASE AGREEMENT

This FIFTH ADDENDUM OF LEASE AGREEMENT ("FOURTH Addendum") is made on June 1, 2009, between L & P Building Owner, LLC ("Landlord"), and Delta Commission on Aging d/b/a Aging Commission of The Mid-South ("Tenant"), whose address is 2670 Union Avenue Extended, Suite # 1000, Memphis, TN 38112.

RECITALS

This Fifth Addendum is based upon the following recitals:

A. Landlord and Tenant entered into a Lease dated May 1, 1996, and having a lease expiration date of June 30, 2006, which includes multiple Addendums and Exhibits, (collectively the "Lease Agreement").

B. Landlord and Tenant desire to amend the Lease as amended to further expand the Premises, and otherwise amend the Lease accordingly.

C. Tenant currently leases 11,141 rentable square feet.

THEREFORE, in consideration of the mutual covenants and agreements stated in the Lease and for other sufficient considerations received and acknowledged by each party, Landlord and Tenant agree to amend the Lease as follows:

1. RECITALS. All recitals are fully incorporated.

2. BASE RENT. Base Rent and the Base Rent Adjustment for the entire 11,141 rentable square feet shall be as follows:

	<u>Monthly Rent</u>	<u>Annual Rent</u>
July 1, 2009 – June 30, 2010	\$13,462.04	\$161,544.50

3. IMPROVEMENTS TO THE PREMISES. Tenant shall accept the Premises in its "as-is" condition.

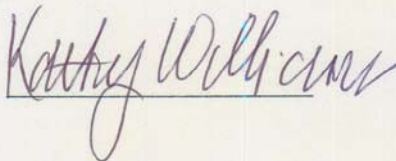
4. CONFLICTING PROVISIONS. If any provisions of this Fifth Addendum conflict with any of those of the Lease, then the provisions of this Fifth Addendum shall govern.

5. REMAINING LEASE PROVISIONS. Except as stated in this Fifth Addendum, all other viable and applicable provisions of the Lease shall remain unchanged and continue in full force and effect throughout the Lease Term.

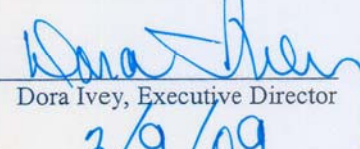
6. BINDING EFFECT. Landlord and Tenant ratify and confirm the Lease and agree that this Fourth Addendum shall bind and inure to the benefit of the parties, and their respective successors, assigns and representatives as of the dated first stated.

AFFIRMING THE ABOVE, the parties have executed the FIFTH ADDENDUM OF LEASE AGREEMENT on the date first stated.

WITNESS

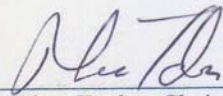


TENANT: Delta Commission on Aging
d/b/a Aging Commission of the Mid-South

BY: 
Dora Ivey, Executive Director

Date: 2/9/09

WITNESSES

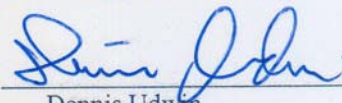
BY: 
Rhea Taylor, Chairman

DATE: 3/2/09

BY: _____
A C Wharton, Jr., Mayor

DATE: _____

LANDLORD:
L & P Building Owner, LLC

BY: 
Dennis Udwin
President

DATE: 03/16/09